

LIQUIDITY SERVICES INC

Form 4

February 03, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLOUGH PHILLIP A

2. Issuer Name and Ticker or Trading Symbol
LIQUIDITY SERVICES INC
[LQDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

400 EAST PRATT STREET, SUITE 910

02/01/2017

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BALTIMORE, MD 21202-3116

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2017		J ⁽¹⁰⁾		12,082	A	\$ 9.75
					40,117	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option	\$ 11.66					(1) 06/03/2018	Common Stock	15,000
Employee Stock Option	\$ 42.31					(2) 02/01/2022	Common Stock	5,320
Employee Stock Option	\$ 40.11					(3) 02/01/2023	Common Stock	5,950
Employee Stock Option	\$ 21.53					(4) 02/01/2024	Common Stock	13,100
Employee Stock Option	\$ 9.84					(5) 02/01/2025	Common Stock	19,000
Employee Stock Option	\$ 6.29					(6) 02/01/2026	Common Stock	14,700
Restricted Stock Grant	\$ 6.29	02/01/2017		J(10)	12,082	(7) 02/01/2026	Common Stock	12,082
Employee Stock Option	\$ 9.75	02/01/2017		A	3,561	(8) 02/01/2027	Common Stock	3,561
Restricted Stock Grant	\$ 9.75	02/01/2017		A	7,795	(9) 02/01/2027	Common Stock	7,795

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLOUGH PHILLIP A 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116	X			

Signatures

/s/ Mark A. Shaffer, by power of
attorney

02/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options became fully vested on April 29, 2009.
- (2) These options became fully vested on February 1, 2013.
- (3) These options became fully vested on February 1, 2014.
- (4) These options became fully vested on February 1, 2015.
- (5) These options became fully vested on February 1, 2016.
- (6) These options became fully vested on February 1, 2017.
- (7) These restricted shares became fully vested on February 1, 2017.
- (8) These options have a one-year vesting period such that 100% of this option grant will vest on February 1, 2018.
- (9) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2018.
- (10) Represents the vesting of restricted stock

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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